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ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N.W.

SUITE 301  
WASHINGTON, D.C.

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

SURFACE TRANSPORTATION BOARD

August 4, 2006

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Agreement, dated as of July 26, 2006, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: Mitsui Rail Capital, LLC  
5215 Old Orchard Road, Suite 505  
Skokie, IL 60077

Lessee: FirstEnergy Generation Corp.  
395 Ghent Road, Suite 213  
Akron, OH 44333

Mr. Vernon A. Williams  
August 4, 2006  
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A description of the railroad equipment covered by the enclosed document is:

135 Autoflood cars: FEPX 61046 – FEPX 61180.

A short summary of the document to appear in the index is:

Memorandum of Lease Agreement.

Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem  
Enclosures

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SURFACE TRANSPORTATION BOARD

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**MEMORANDUM OF LEASE AGREEMENT  
BETWEEN  
MITSUI RAIL CAPITAL, LLC  
("LESSOR")**

**AND**

**FIRSTENERGY GENERATION CORP.  
("LESSEE")**

**JULY 26,, 2006**

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Memorandum of a Lease Agreement made and entered into as of July 26, 2006 by and between Mitsui Rail Capital, LLC, a Delaware limited liability company, ("**Lessor**") and FirstEnergy Generation Corp., an Ohio corporation ("**Lessee**").

WITNESSETH:


1. Lessor has agreed to furnish to Lessee, and Lessee has agreed to lease from Lessor 135 Freightcar America Autoflood IIIs bearing marks and numbers as follows:

FEPX 61046 – 61180 (both inclusive)


1. The Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the lease term, as described in the Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

Lessor: Mitsui Rail Capital, LLC

By:   
Title: President  
Date: 8/2/06

Lessee: FirstEnergy Generation Corp.

By:   
Title: President  
Date: 8/1/06

STATE OF ILLINOIS

COUNTY OF COOK

On this 2<sup>ND</sup> day of AUGUST, 2006, before me personally appeared Yasushi Imai, to me personally known, who being by me duly sworn, says that he is the President of Mitsui Rail Capital, LLC that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.



Tondalaya Richardson  
NOTARY PUBLIC

My commission expires: 11-1-2009

STATE OF Ohio

COUNTY OF Summit

On this 1 day of AUGUST, 2006, before me personally appeared Ali Jamshidi, to me personally known, who being by me duly sworn, says that he is the President of FirstEnergy Generation Corp. that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

[Signature]  
NOTARY PUBLIC

My commission expires:

7/27/2010